

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

IN RE:)	
)	
NUKOTE INTERNATIONAL, INC., et al.,)	Case No. 09-06240
)	Chapter 11
Debtors.)	Judge Lundin
)	
)	Jointly Administered

**AGREED ORDER RESOLVING HEARING ON
UNITED STATES TRUSTEE'S MOTION TO DISMISS**

This matter came before the Court upon the *United States Trustee's Motion to Dismiss, or in the Alternative, to Convert Case to Chapter 7* (Docket No. 784) (the "Motion"). The parties have agreed to resolve the Motion subject to the terms of this Order. It appearing to the Court that the resolution set forth herein is appropriate under the circumstances,

IT IS HEREBY ORDERED THAT:

1. Pursuant to 28 U.S.C. § 1930, the Reorganized Debtors¹ owe \$44,474.03 in unpaid U.S. Trustee Fees. The \$44,474.03 in unpaid U.S. Trustee fees plus all quarterly fees accruing after entry of this Order are herein referred to as the "Unpaid Fees."

2. The NI Creditors' Trust (the "Trust") shall pay to the Office of the United States Trustee, Region 8 ("U.S. Trustee") the amount of \$44,474.03 in full satisfaction of all U.S. Trustee fees that have accrued as of the entry of this Order. This amount is

¹ Unless stated otherwise, all capitalized terms shall have the same meaning as provided in the confirmed plan of reorganization and confirmation order.

payable in five equal monthly installments. The first installment shall be made on August 15, 2011, and each subsequent installment shall be made consecutively on or before the fifteenth day of each successive month.

3. The Trust shall pay, on a quarterly basis hereafter, the minimum amount of quarterly fees that can be assessed during any given quarterly period based on \$0 in disbursements by the Reorganized Debtors.

4. In the event that any OD Net Recoveries are realized by the Reorganized Debtors pursuant to the OD Causes of Action (as those terms are defined in the Plan and Confirmation Order), the U.S. Trustee shall be immediately paid from the OD Net Recoveries (i) all Unpaid Fees (ii) less payments received by the U.S. Trustee from the Trust pursuant to this Order.

5. Further, in the event that any OD Net Recoveries are realized by the Reorganized Debtors pursuant to the OD Causes of Action, and after the U.S. Trustee receives the amounts owed pursuant to this Order but before the Reorganized Debtors make any other disbursements or application of OD Net Recoveries, the Trust shall be immediately paid (from the OD Net Recoveries) all amounts it paid to the U.S. Trustee pursuant to this Order.

6. Prior to and as a condition precedent to any compromise, settlement, or judgment of the OD Causes of Action, the Reorganized Debtors shall (i) execute an assignment of OD Net Recoveries for the benefit of the U.S. Trustee and the Trust in the amount of Unpaid Fees, and (ii) deliver a copy of the executed assignment on all parties to the OD Causes of Action. The assignment shall contain the priority of

payment to the U.S. Trustee and the Trust as set forth herein. Payment of all amounts owed to the U.S. Trustee and the Trust shall occur prior to any other disbursement of the OD Net Recoveries.

7. The Reorganized Debtors shall serve a copy of this Order on all parties to the OD Causes of Action.

8. Nothing in this Order limits the U.S. Trustee from seeking appropriate relief from this Order, to include the re-filing of the Motion, in the event any other party defaults under the terms of this Order. Further, nothing in this Order limits any other party from objecting to any such relief requested by the U.S. Trustee.

THIS ORDER WAS SIGNED AND ENTERED ELECTRONICALLY
AS INDICATED AT THE TOP OF THE FIRST PAGE.

APPROVED FOR ENTRY:

Samuel K. Crocker
United States Trustee, Region 8

/s/ Lloyd E. Mueller (with permission)
Lloyd E. Mueller
Attorney for the U.S. Trustee, Region 8
Office of the U.S. Trustee
318 Customs House, 701 Broadway
Nashville, TN 37203
Telephone: (615) 736-2254
Facsimile: (615) 736-2260
Email: Lloyd.E.Mueller@usdoj.gov

/s/ Frank J. Wright (with permission)

Frank J. Wright
C. Ashley Ellis
WRIGHT GINSBERG BRUSILOW P.C.
600 Signature Place
14755 Preston Road
Dallas, TX 75254
Telephone: (972) 788-1600
Facsimile: (972) 239-0138
Email: fwright, pgeilich, or aellis@wgblawfirm.com

and

/s/ Barbara D. Holmes (with permission)

Craig V. Gabbert, Jr.
Barbara D. Holmes
HARWELL HOWARD HYNE GABBERT
& MANNER, P.C.
315 Deaderick Street, Suite 1800
Nashville, TN 37238-1800
Telephone: (615) 256-0500
Facsimile: (615) 251-1058
Email: cvg or bdh@h3gm.com

ATTORNEYS FOR DEBTORS

/s/ Griffin S. Dunham

Joseph Allen Kelly (jak@mglaw.net)
Griffin S. Dunham (gsd@mglaw.net)
MGLAW, PLLC
2525 West End Avenue, Suite 1475
Nashville, TN 37203
Telephone: (615) 846-8000
Facsimile: (615) 846-9000

ATTORNEYS FOR THE NI CREDITORS' TRUST